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Attorneys for Debtors-in-Possession,  
Texas Hill Enterprises, GP and  
Texas Hill Diamante Cooling, LLC

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF ARIZONA**

In re:	)	<b>Chapter 11</b>
	)	
TEXAS HILL ENTERPRISES, GP, an	)	<b>Case No. 0:10-bk-11121-JMM</b>
Arizona general partnership,	)	<b>Case No. 0:10-bk-11126-JMM</b>
	)	
Debtor.	)	(Motion for Joint Administration Pending)
	)	
In re:	)	<b>DEBTORS' APPLICATION FOR</b>
	)	<b>AUTHORIZATION TO EMPLOY</b>
TEXAS HILL DIAMANTE COOLING,	)	<b>AGRICULTURAL CONSULTANT</b>
L.L.C an Arizona limited liability company	)	
	)	
Debtor.	)	

The chapter 11 debtor-in-possession, Texas Hill Enterprises, GP ("THE") and Texas Hill Diamante Cooling, L.L.C. ("THDC") (collectively, "Debtors"), by and through their undersigned counsel, Collins, May, Potenza, Baran & Gillespie, P.C., herewith submit their Application ("Application"), pursuant to 11 U.S.C. §§ 327(e) and 328(a) and Rule 2014, Federal Rules of Bankruptcy Procedure, to employ Robert P. Abele ("Mr. Abele") as an agricultural consultant for the Debtors to review and analyze financial reports, review and evaluate commodity marketing services, evaluate, and restructure financial agreements and negotiate existing financial agreements with Rabobank, N.A. ("Rabobank"), Rabobank AgFinance.

1 (“Rabo Ag”), and Farm Credit Services Southwest (“Farm Credit”) (collectively, the “Secured  
2 Creditors”).

3 This Application is more fully supported by the following Memorandum of Points and  
4 Authorities, and the Affidavit of Robert P. Abele.

5 **MEMORANDUM OF POINTS AND AUTHORITIES**

6 **A. Procedural Background**

7 1. The Debtors filed their voluntary chapter 11 petition on April 15, 2010.

8 2. The Debtors own and operate Texas Hill Farm (“Farm”) a large Farm situated on  
9 approximately 5,200 acres of farm land located in Yuma County, Arizona. Approximately  
10 3,990 water buy acres (“wba”) acres of the 5,200 acres of farm land are leased by the Debtors.

11 3. The Farm grows various crops including, but not limited to, alfalfa, lettuce,  
12 cantaloupe, hay, rye, wheat, Sudan seed, Bermuda seed, and cotton.

13 4. Upon information and belief, Farm Credit, Rabo Ag, and Rabobank may claim liens  
14 on the Debtors’ assets in the approximate amounts of \$5,021,546, \$2,100,00, and \$3,962,000,  
15 respectively. The Debtors’ proposed counsel has not had sufficient time to determine the  
16 validity, priority, enforceability, and/or extent of the claimed liens. In addition, a formal  
17 creditors committee is yet to be formed.

18 5. The Debtors wish to employ Mr. Abele as an agricultural consultant to review and  
19 analyze their financial records, look at their commodity marketing, restructure financials, and  
20 negotiate on their behalf with the Secured Creditors.

21 **B. Reasons for Selection**

22 Mr. Abele has vast experience with agricultural financing and commodity marketing.  
23 Mr. Abele was formerly an agricultural lender with Farm Credit Services. Mr. Abele served as a  
24 chapter 7 and chapter 12 panel trustee in the District of Arizona from 1991 to 2006. Mr. Abele  
25 has also served as a chapter 11 trustee in the District of Arizona in many agricultural bankruptcy  
26

1 proceedings. The Debtors believe Mr. Abele is experienced and well qualified to consult on the  
2 issues of agricultural financing and marketing.

3 **C. Proposed Engagement for Compensation**

4 Mr. Abele has agreed to assist the Debtors as a consultant in these chapter 11 estates to  
5 review and analyze financials and commodity marketing and to negotiate with the Debtors'  
6 asserted Secured Creditors. Mr. Abele has agreed to perform the services needed by the  
7 Debtors. Mr. Abele's rate is \$200 per hour. Mr. Abele's reasonable fees and costs shall be  
8 entitled to an administrative claim, pursuant to 11 U.S.C. §§ 330 and 503, after notice and a  
9 hearing. Mr. Abele understands that his fee application must be approved by this Court before  
10 he can be paid by these estates.

11 Based on the attached Affidavit of Robert P. Abele, the Debtors believe Mr. Abele does  
12 not hold any interest adverse to the Debtors or to these estates with respect to the affairs of this  
13 bankruptcy estate, and Mr. Abele is a disinterested party within the meaning of 11 U.S.C.  
14 § 327(a). The Debtors believe Mr. Abele is qualified to render the necessary services to these  
15 estates.

16 WHEREFORE, it is respectfully requested that this Court enter its order approving the  
17 employment of Robert P. Abele as an agricultural consultant to review and analyze financial  
18 reports, review and evaluate commodity marketing services, evaluate and restructure financial  
19 agreements and negotiate existing financial agreements with the Secured Creditors.

20 Respectfully submitted,

21 COLLINS, MAY, POTENZA, BARAN & GILLESPIE, P.C.

22  
23 By /s/Daniel P. Collins (Bar No. 009055)

Daniel P. Collins

Alysse M. Medina

Attorneys for Debtor-in-Possession,

25 Texas Hill Enterprises, GP and

26 Texas Hill Diamante Cooling, LLC

Copies of the foregoing  
mailed this 22<sup>nd</sup> day of  
April, 2010, to:

United States Trustee  
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/s/